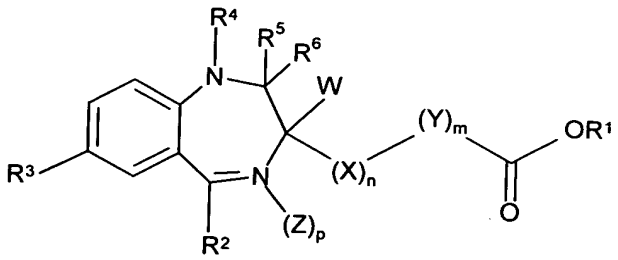
In the Claims:

Please cancel claims 2, 3 and 33.

Please amend claims 1, 4-9, 24-25, 28-30 and 37 as follows.

1. (Currently Amended) A compound of formula (I):



Formula (I)

wherein

W is H, a C_1-C_4 branched alkyl, or straight chained alkyl;

X is CH_2, NH or NCH_3; n is 1 or 2;

Y is O or CH_2; m is 0 or 1, provided that if X is CH_2, n is 1 and m is 0, then R^1 is not CH_2CH_3;

Z is O; p is 0 or 1;

R^1 is H, a C_1-C_7 straight chain alkyl, a C_3-C_7 branched chain alkyl, a C_1-C_4 haloalkyl, a C_3-C_7 cycloalkyl, an aryl, a heteroaryl, an aralkyl, or a heteroaralkyl;

R^2 is phenyl, 2-halophenyl or 2-pyridyl,

R^3 is H, Cl, Br, F, I, CF_3 or NO_2; and wherein

~~(1) R^4 is H, a C_1-C_4 alkyl, or a dialkylaminoalkyl and R^5 and R^6 together represent a single oxygen or S atom which is linked to the diazepine ring by a double bond and p is zero or 1; or~~

~~(2)~~ (1) R^4 and R^5 together is a double bond in the diazepine ring and R^6 represents the group NHR^7 wherein R^7 is H, C_{1-4} alkyl, C_{1-4} hydroxyalkyl, 4-pyridylmethyl, 4-pyridylethyl, 4-imidazolylethyl, ~~pyridylC_{1-2}alkyl, imidazolylC_{1-2}alkyl~~, benzyl, [or] benzyl mono or disubstituted independently with halogen substituents, C_{1-4}alkylpyridyl or C_{1-4} alkylimidazolyl and p is zero; or

~~(3)~~ (2) R^4, R^5 and R^6 form the group $-CR^8=U-V=$ wherein R^8 is hydrogen, C_{1-4} alkyl or C_{1-3} hydroxyalkyl, U is N or CR^9 wherein R^9 is H, C_{1-4}alkyl, C_{1-3}hydroxyalkyl or C_{1-4}alkoxy, C_{1-4}alkyl, V is N or CH and p is zero;

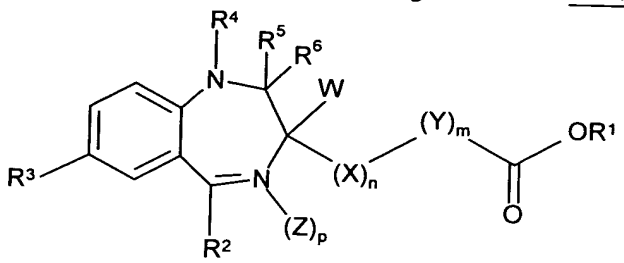
or a pharmaceutically acceptable salt or solvate thereof

~~and pharmaceutically acceptable salts or solvates thereof~~.

2. (Canceled)

3. (Canceled)

4. (Currently Amended) A compound ~~according to claim 1~~ of formula (I):



Formula (I)

wherein

W is H;

X is CH_2 or NH; n is 1;

Y is CH_2; m is 0 or 1, provided that if X is CH_2 and m is 0, then R^1 is not CH_2CH_3;

p is 0;

R^1 is CH_3, CH_2CH_3, $(CH_2)_2CH_3$, $(CH_2)_3CH_3$, $CH(CH_3)_2$, $CH_2CH(CH_3)_2$, $C(CH_3)_3$, benzyl or 4-pyridylmethyl;

R^2 is 2-fluorophenyl, 2-chlorophenyl or 2-pyridyl,

R^3 is Cl, Br or NO_2;

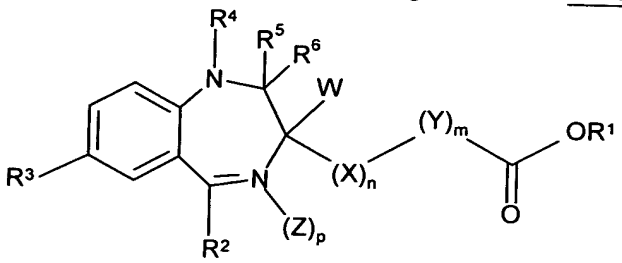
R^4 is H, CH_3 or $CH_2CH_2N(CH_2CH_3)_2$;

R^5 and R^6 together are O or S;

~~and pharmaceutically acceptable salts or solvates thereof~~

or a pharmaceutically acceptable salt or solvate thereof.

5. (Currently Amended) A compound ~~according to claim 1~~ of formula (I):



Formula (I)

wherein

W is H;

X is CH_2 or NH; n is 1;

Y is CH_2; m is 0 or 1, provided that if X is CH_2 and m is 0, then R^1 is not CH_2CH_3;

p is 0;

R^1 is CH_3, CH_2CH_3, $(CH_2)_2CH_3$, $(CH_2)_3CH_3$, $CH(CH_3)_2$, $CH_2CH(CH_3)_2$, $C(CH_3)_3$, benzyl or 4-pyridylmethyl; provided that when R^1 is 4-pyridylmethyl, then X is CH_2, n is 1, Y is CH_2, m is 1, R^2 is 2-fluorophenyl, R^3 is Cl, R^4 is H and R^5 and R^6 together are O;

R^2 is 2-fluorophenyl, 2-chlorophenyl or 2-pyridyl,

R^3 is Cl, Br or NO_2;

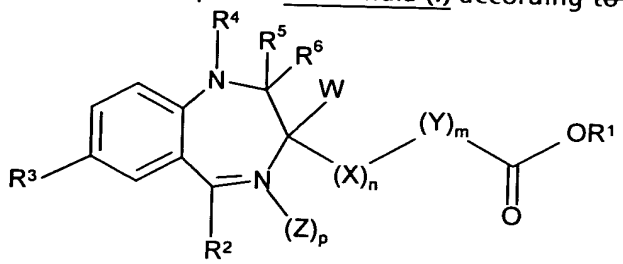
R^4 is H, CH_3 or $CH_2CH_2N(CH_2CH_3)_2$; provided that when R^4 is $CH_2CH_2N(CH_2CH_3)_2$, X is CH_2, n is 1, Y is CH_2, m is 1, R^1 is CH_3 or benzyl, R^2 is 2-fluorophenyl, R^3 is Cl and R^5 and R^6 together are O;

R^5 and R^6 together are O or S;

~~and pharmaceutically acceptable salts or solvates thereof~~

or a pharmaceutically acceptable salt or solvate thereof.

6. (Currently Amended) A compound of formula (I) ~~according to claim 1~~



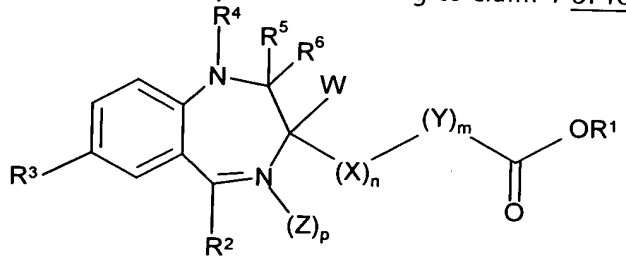
Formula (I)

wherein W is H and X, n, Y, m, Z, p and R^{1-6} ~~for each compound~~ are as follows:

X	n	Y	M	Z	p	R^1	R^2	R^3	R^4	R^5R^6
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	--	0	--	0	CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Br	H	O
CH_2	1	CH_2	1	--	0	benzyl	2-fluorophenyl	Cl	H	O
CH_2	1	--	0	--	0	benzyl	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-chlorophenyl	Cl	H	O
CH_2	1	CH_2	2	--	0	CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	benzyl	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-pyridyl	Br	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-pyridyl	Cl	H	O
CH_2	1	CH_2	2	--	0	$C(CH_3)_3$	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	NO_2	H	O
CH_2	1	CH_2	1	--	0	$(CH_2)_2CH_3$	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_2CH_3	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	--	0	4-pyridylmethyl	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	$(CH_2)_3CH_3$	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	$(CH_2)_3CH_3$	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	--	0	$CH_2CH(CH_3)_2$	2-pyridyl	Cl	H	O
CH_2	1	--	0	--	0	CH_2CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	$CH(CH_3)_2$	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Cl	$CH_2CH_2N(CH_2CH_3)_2$	O

CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Cl	CH_3	O
CH_2	1	--	0	--	0	benzyl	2-fluorophenyl	Cl	CH_3	O
CH_2	1	CH_2	1	--	0	benzyl	2-fluorophenyl	Cl	$CH_2CH_2N(CH_2CH_3)_2$	O
NH	1	CH_2	1	--	0	CH_3	2-chlorophenyl	Cl	H	O
NH	1	CH_2	2	--	0	CH_3	2-chlorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Cl	H	S
CH_2	1	CH_2	1	--	0	CH_3	2-chlorophenyl	Cl	H	S
CH_2	1	CH_2	1	--	0	CH_3	2-pyridyl	Cl	H	S
CH_2	1	CH_2	1	O	1	CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	benzyl	phenyl	NO_2	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	H	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-pyridyl	NO_2	H	O
CH_2	1	CH_2	1	--	0	benzyl	2-pyridyl	NO_2	H	O
CH_2	1	CH_2	1	--	0	benzyl	2-fluorophenyl	H	H	O
CH_2	1	CH_2	1	--	0	CH_3	phenyl	NO_2	H	O
NH	1	CH_2	2	--	0	$(CH_2)_3CH_3$	2-fluorophenyl	Cl	H	O
CH_2	1	--	0	--	0	3-pyridylmethyl	2-fluorophenyl	Cl	H	O
CH_2	1	--	0	--	0	4-pyridylmethyl	2-fluorophenyl	Cl	H	O.

7. (Currently Amended) A compound ~~according to claim 1~~ of formula (I)



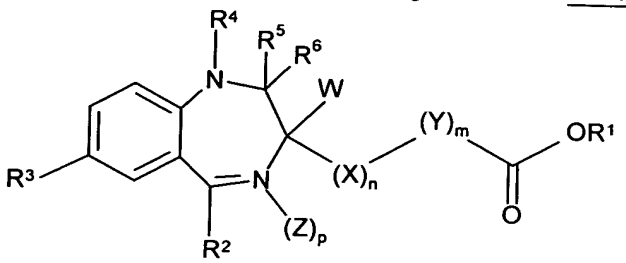
Formula (I)

wherein W is H and X, n, Y, m, Z, p and R^{1-6} ~~for each compound~~ are as follows:

X	n	Y	M	Z	p	R^1	R^2	R^3	R^4	R^5R^6
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Cl	H	O

CH_2	1	--	0	--	0	CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Br	H	O
CH_2	1	CH_2	1	--	0	benzyl	2-fluorophenyl	Cl	H	O
CH_2	1	--	0	--	0	benzyl	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-chlorophenyl	Cl	H	O
CH_2	1	CH_2	2	--	0	CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	benzyl	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-pyridyl	Br	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-pyridyl	Cl	H	O
CH_2	1	CH_2	2	--	0	$C(CH_3)_3$	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	NO_2	H	O
CH_2	1	CH_2	1	--	0	$(CH_2)_2CH_3$	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_2CH_3	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	--	0	4-pyridylmethyl	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	$(CH_2)_3CH_3$	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	$(CH_2)_3CH_3$	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	--	0	$CH_2CH(CH_3)_2$	2-pyridyl	Cl	H	O
CH_2	1	--	0	--	0	CH_2CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	$CH(CH_3)_2$	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Cl	$CH_2CH_2N(CH_2CH_3)_2$	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Cl	CH_3	O
CH_2	1	--	0	--	0	benzyl	2-fluorophenyl	Cl	CH_3	O
CH_2	1	CH_2	1	--	0	benzyl	2-fluorophenyl	Cl	$CH_2CH_2N(CH_2CH_3)_2$	O
NH	1	CH_2	1	--	0	CH_3	2-chlorophenyl	Cl	H	O
NH	1	CH_2	2	--	0	CH_3	2-chlorophenyl	Cl	H	O
CH_2	1	CH_2	1	--	0	CH_3	2-fluorophenyl	Cl	H	S
CH_2	1	CH_2	1	--	0	CH_3	2-chlorophenyl	Cl	H	S
CH_2	1	CH_2	1	--	0	CH_3	2-pyridyl	Cl	H	S
CH_2	1	CH_2	1	O	1	CH_3	2-fluorophenyl	Cl	H	O.

8. (Previously presented) A compound ~~according to claim 1~~ of formula (I):

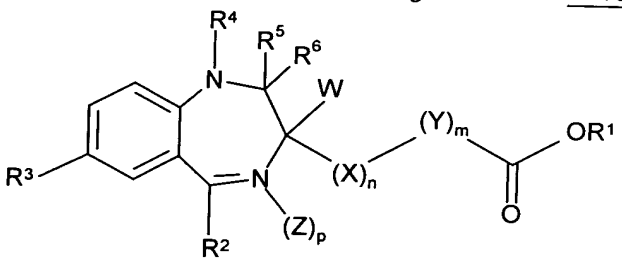


Formula (I)

wherein W is H, p is 0, and X, n, Y, m, R^{1-5} ~~for each compound~~ are as follows:

X	n	Y	m	R^1	R^2	R^3	R^4	R^5 and R^6
CH_2	1	CH_2	1	CH_3	2-fluorophenyl	Cl	H	O
CH_2	1	CH_2	1	CH_3	2-fluorophenyl	Br	H	O
CH_2	1	CH_2	1	CH_3	2-pyridyl	Cl	H	O
CH_2	1	CH_2	1	CH_3	2-fluorophenyl	Cl	CH_3	O.

9. (Currently Amended) A compound ~~according to claim 1~~ of formula (I):



Formula (I)

wherein W is H, X is CH_2, n is 1, Y is CH_2, m is 1, p is 0, R^1 is CH_3, R^2 is 2-fluorophenyl, R^3 is Cl, R^4 is H and R^5 and R^6 together are O.

10. (Original) A compound according to claim 1 wherein R^4 and R^5 together form a double bond in the diazepine ring, R^6 is the group NHR^7 and p is zero.

11. (Original) A compound according to claim 10, wherein W is H, X is CH_2, n is 1, Y is CH_2, m is 1, R^1 is CH_3, R^2 is 2-fluorophenyl, 2-chlorophenyl or 2-pyridyl, R^3 is

Cl or Br and R^7 is CH_3, CH_2CH_3, benzyl, 4-pyridylmethyl-, 4-pyridylethyl, $CH(CH_3)_2$, 4-imidazolylethyl or CH_2CH_2OH.

12. (Previously presented) A compound according to claim 10, wherein W is H, X is CH_2, n is 1, Y is CH_2, m is 1, R^1 is CH_3, and R^2, R^3 and R^7 are as follows:

R^2	R^3	R^7
2-fluorophenyl	Cl	CH_3
2-pyridyl	Cl	CH_3
2-fluorophenyl	Cl	CH_2CH_3
2-fluorophenyl	Cl	benzyl
2-fluorophenyl	Cl	4-pyridylmethyl
2-fluorophenyl	Cl	4-pyridylethyl
2-fluorophenyl	Cl	$CH_2CH(CH_3)_2$
2-fluorophenyl	Cl	2-(4-imidazolyl)ethyl
2-fluorophenyl	Cl	CH_2CH_2OH
2-fluorophenyl	Br	CH_3
2-chlorophenyl	Cl	CH_3.

13. (Previously presented) A compound according to claim 10, wherein W is H, X is CH_2, n is 1, Y is CH_2, m is 1, R^1 is CH_3, R^2 is 2-fluorophenyl, R^3 is chlorine or bromine and R^7 is methyl.

14. (Original) A compound according to claim 10, wherein W is H, X is CH_2, n is 1, Y is CH_2, m is 1, R^1 is CH_3, R^2 is 2-fluorophenyl, R^3 is Cl and R^7 is CH_3.

15. (Previously presented) A compound according to claim 1 wherein p is zero and R^4, R^5 and R^6 together form the group $-C(R^8)=U-V=$.

16. (Original) A compound according to claim 15 wherein
W is H;
X is CH_2, n is 1;

Y is CH_2, m is 1;

R^1 is CH_3 or $CH_2CH(CH_3)_2$;

R^2 is 2-fluorophenyl, 2-chlorophenyl or 2-pyridyl;

R^3 is Cl or Br;

R^8 is H, CH_3 or CH_2OH;

R^9 is H, CH_3, CH_2OH or CH_2O-t-butyl;

U is CR^9 or N; and

V is N or CH.

17. (Original) A compound according to claim 15 wherein

W is H;

X is CH_2, n is 1;

Y is CH_2, m is 1;

R^1 is CH_3 or $CH_2CH(CH_3)_2$; provided that when R^1 is $CH_2CH(CH_3)_2$, X is CH_2, n is 1, R^2 is 2-fluorophenyl, R^3 is Cl, R^8 is CH_3, U is N and V is N;

R^2 is 2-fluorophenyl, 2-chlorophenyl or 2-pyridyl;

R^3 is Cl or Br;

R^8 is H, CH_3 or CH_2OH;

R^9 is H, CH_3, CH_2OH or CH_2O-t-butyl;

U is CR^9 or N; and

V is N or CH.

18. (Canceled)

19. (Previously presented) A compound according to claim 15, wherein W is H, X is CH_2, n is 1, Y is CH_2, m is 1 and R^1, R^2, R^3, R^8, U and V are as follows:

R^1	R^2	R^3	R^8	U	V
CH_3	2-pyridyl	Br	CH_3	CH	N
CH_3	2-pyridyl	Cl	CH_3	CH	N
CH_3	2-fluorophenyl	Cl	CH_3	N	CH
CH_3	2-pyridyl	Br	H	C-CH_3	N.

20. (Previously presented) A compound according to claim 15, wherein W is H, X is CH_2, n is 1, Y is CH_2, m is 1, R^1 is CH_3, R^2 is 2-pyridyl, R^3 is Br, R^8 is CH_3, U is CH and V is N.

21-23. (Canceled)

24. (Currently Amended) A method of producing sedation or hypnosis, inducing anxiolysis, inducing muscle relaxation or treating convulsions in a mammal in need thereof which comprises administering to the mammal an effective amount of a compound of claim 1.

25. (Currently Amended) A method of producing sedation or hypnosis, inducing anxiolysis, inducing muscle relaxation or treating convulsions in a mammal in need thereof which comprises administering to the mammal an effective amount of a compound of claim 10.

26. (Previously presented) A method of producing sedation or hypnosis, inducing anxiolysis, inducing muscle relaxation or treating convulsions in a mammal which comprises administering to the mammal an effective amount of a compound of claim 15.

27. Canceled.

28. (Currently Amended) Methyl-3-[(3*S*)-7-chloro-5-(2-fluorophenyl)-2-oxo-2,3-dihydro-1*H*-1,4-benzodiazepin-3-yl]propanoate ~~or a~~ and pharmaceutically acceptable salts or solvates ~~salt or solvate~~ thereof.

29. (Currently Amended) Methyl-3-[(3S)-7-chloro-5-(2-fluorophenyl)-2-(methylamino)-3H-1,4-benzodiazepin-3-yl]propanoate ~~or a~~ and pharmaceutically acceptable salts or solvates ~~salt or solvate~~ thereof.

30. (Currently Amended) Methyl-3-[(4S)-8-bromo-1-methyl-6-(2-pyridinyl)-4H-imidazo[1,2-a][1,4]benzodiazepin-4-yl]propanoate ~~or a~~ and pharmaceutically acceptable salts or solvates ~~salt or solvate~~ thereof.

31. (Previously presented) A compound according to claim 15, wherein W is H, X is CH_2, n is 1, Y is CH_2, m is 1 and R^1, R^2, R^3, R^8, U, and V are as follows:

R^1	R^2	R^3	R^8	U	V
CH_3	2-fluorophenyl	Cl	H	CH	N
CH_3	2-fluorophenyl	Cl	CH_3	CH	N
CH_3	2-fluorophenyl	Cl	H	C-CH_3	N
CH_3	2-fluorophenyl	Cl	H	C-CH_2OH	N
CH_3	2-fluorophenyl	Cl	CH_2OH	CH	N
CH_3	2-pyridyl	Cl	H	CH	N
CH_3	2-pyridyl	Cl	CH_3	CH	N
CH_3	2-pyridyl	Br	CH_3	CH	N
CH_3	2-pyridyl	Br	H	C-CH_3	N
CH_3	2-pyridyl	Cl	H	C-CH_3	N
CH_3	2-pyridyl	Cl	H	C-CH_2OH	N
CH_3	2-pyridyl	Cl	CH_2OH	CH	N
CH_3	2-pyridyl	Cl	CH_3	C-CH_3	N
CH_3	2-chlorophenyl	Cl	CH_3	N	N
CH_3	2-chlorophenyl	Cl	CH_3	N	N
$CH_2CH(CH_3)_2$	2-fluorophenyl	Cl	CH_3	N	N
CH_3	2-fluorophenyl	Cl	H	N	CH
CH_3	2-fluorophenyl	Cl	CH_3	N	CH
CH_3	2-fluorophenyl	Cl	H	C-CH_2O-t-butyl	N
CH_3	2-pyridyl	Cl	CH_3	C-CH_2OH	N.

32. (Previously presented) A pharmaceutical composition comprising a compound of claim 1.

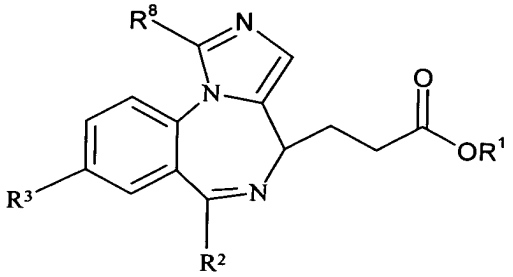
33. (Canceled)

34. (Previously presented) A pharmaceutical composition comprising a compound of claim 28.

35. (Previously presented) A pharmaceutical composition comprising a compound of claim 29.

36. (Previously presented) A pharmaceutical composition comprising a compound of claim 30.

37. (Currently Amended) A process for preparing a compound of formula (Ic),



Formula (Ic)

wherein

R^1 is H, C_{1-7} straight chain alkyl, C_{3-7} branched chain alkyl, C_{1-4}haloalkyl, C_{3-7}cycloalkyl, aryl, heteroaryl, aralkyl or heteroaralkyl;

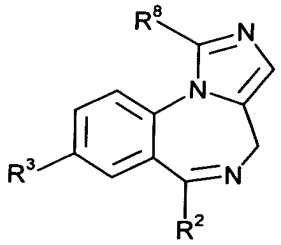
R^2 is phenyl, 2-halophenyl, or 2-pyridyl;

R^3 is H, Cl, Br, F, I, CF_3, or NO_2; and

R^8 is H, C_{1-4}alkyl, or C_{1-4}hydroxyalkyl

said process comprising the steps of:

~~1)~~ reacting a compound of formula (M)



(M)

with a strong base to produce an anion; and

reacting said anion with a suitable Michael acceptor.